

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No. 1545-0047
2021
Open to Public Inspection

For calendar year 2021, or tax year beginning 06-01-2021, and ending 05-31-2022

Name of foundation HILLCREST FOUNDATION C/O BANK OF AMERICA NA		A Employer identification number 75-6007565	
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 653067	Room/suite	B Telephone number (see instructions) (888) 866-3275	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752653067		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>170,305,561</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,351,804	3,337,133		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,008,946			
	b Gross sales price for all assets on line 6a	56,466,066			
	7 Capital gain net income (from Part IV, line 2)		10,008,946		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	2,207	2,207			
12 Total. Add lines 1 through 11	13,362,957	13,348,286			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	614,339	368,603		245,736
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	13,395	0		13,395
	b Accounting fees (attach schedule)	63,070	37,842		25,228
	c Other professional fees (attach schedule)	305,887	270,887		35,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	408,410	118,410		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,500	0		2,500
	22 Printing and publications				
	23 Other expenses (attach schedule)	545,750	63,210		482,540
	24 Total operating and administrative expenses. Add lines 13 through 23	1,953,351	858,952		804,399
	25 Contributions, gifts, grants paid	7,890,000			7,890,000
26 Total expenses and disbursements. Add lines 24 and 25	9,843,351	858,952		8,694,399	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,519,606				
b Net investment income (if negative, enter -0-)		12,489,334			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	4,178,621	4,324,284	4,324,284
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	127,555,362	129,525,203	165,981,277
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	131,733,983	133,849,487	170,305,561	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions	131,233,983	133,349,487	
	25 Net assets with donor restrictions	500,000	500,000	
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	131,733,983	133,849,487		
30 Total liabilities and net assets/fund balances (see instructions) .	131,733,983	133,849,487		

Part III Analysis of Changes in Net Assets or Fund Balances			
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)		1	131,733,983
2 Enter amount from Part I, line 27a		2	3,519,606
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	135,253,589
5 Decreases not included in line 2 (itemize) ▶ _____		5	1,404,102
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .		6	133,849,487

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a CAPITAL GAIN/LOSS	P		
b CAPITAL GAINS DIVIDENDS	P		
c INVESCO DB COMMODITY INDEX TRACKING FUND	P		
d INVESCO DB COMMODITY INDEX TRACKING FUND	P		
e INVESCO DB COMMODITY INDEX TRACKING FUND	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 54,152,646		46,457,120	7,695,526
b 462,776			462,776
c 1,627,620			1,627,620
d 681			681
e 222,343			222,343

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
a			7,695,526
b			462,776
c			1,627,620
d			681
e			222,343

2 Capital gain net income or (net capital loss)	{	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	}	2	10,008,946
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3	

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)			
1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	173,602
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.	5	173,602
6	Credits/Payments:		
a	2021 estimated tax payments and 2020 overpayment credited to 2021	6a	217,630
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	217,630
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid .	10	44,028
11	Enter the amount of line 10 to be: Credited to 2022 estimated tax 44,028 Refunded	11	0

Part VI-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
1b			No
c	Did the foundation file Form 1120-POL for this year?.		No
1c			No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
4b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2021 or the taxable year beginning in 2021? See the instructions for Part XIII. <i>If "Yes," complete Part XIII</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VI-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>BANK OF AMERICA NA</u> Telephone no. ▶ <u>(888) 866-3275</u>			
Located at ▶ <u>PO BOX 653067 DALLAS TX</u> ZIP+4 ▶ <u>752653067</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ <input type="checkbox"/>	15		
16 At any time during calendar year 2021, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):		Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)		No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)		No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	Yes	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	1a(5)		No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)		No
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	1b		No
c Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
d Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2021?	1d		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2021, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2021?	2a		No
If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
b If "Yes," did it have excess business holdings in 2021 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2021.)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2021?	4b		No

Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to:		Yes	No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?.	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?.	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?.	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	5a(4)		No
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?.	5a(5)		No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b		
c	Organizations relying on a current notice regarding disaster assistance check <input type="checkbox"/>			
d	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	5d		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a		No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?.	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?.	8		No

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. **0**

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part VIII-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part VIII-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

Part IX Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	175,335,832
b	Average of monthly cash balances.	1b	5,029,932
c	Fair market value of all other assets (see instructions).	1c	7,338,119
d	Total (add lines 1a, b, and c).	1d	187,703,883
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	187,703,883
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	2,815,558
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.	5	184,888,325
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	9,244,416

Part X Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part IX, line 6.	1	9,244,416
2a	Tax on investment income for 2021 from Part V, line 5.	2a	173,602
b	Income tax for 2021. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	173,602
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	9,070,814
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	9,070,814
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1.	7	9,070,814

Part XI Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	8,694,399
b	Program-related investments—total from Part VIII-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4.	4	8,694,399

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
1 Distributable amount for 2021 from Part X, line 7				9,070,814
2 Undistributed income, if any, as of the end of 2021:				
a Enter amount for 2020 only.			7,825,701	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2021:				
a From 2016.				
b From 2017.				
c From 2018.				
d From 2019.				
e From 2020.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2021 from Part XI, line 4: ▶ \$ <u>8,694,399</u>				
a Applied to 2020, but not more than line 2a			7,825,701	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2021 distributable amount.				868,698
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2021. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0	
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022.				8,202,116
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2016 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2022. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9:				
a Excess from 2017.				
b Excess from 2018.				
c Excess from 2019.				
d Excess from 2020.				
e Excess from 2021.				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2021, enter the date of the ruling ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2021	(b) 2020	(c) 2019	(d) 2018	
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XIV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

BANK OF AMERICA PHILANTHROPIC SOLUT
 901 MAIN ST 16TH FLOOR
 DALLAS, TX 75202
 (214) 209-2396
 TX.PHILANTHROPIC@BANKOFAMERICA.COM

b The form in which applications should be submitted and information and materials they should include:

APPLY ONLINE AT WWW.BANKOFAMERICA.COM/PHILANTHROPIC/SEARCH-FOR-GRANTS. REQUIRED INFORMATION INCLUDES STATING HISTORY AND GENERAL PURPOSE OF ORGANIZATION WITH A COPY OF INTERNAL REVENUE SERVICE EXEMPTION.

c Any submission deadlines:

FEBRUARY 28, JULY 31, AND NOVEMBER 30.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:


ORGANIZATIONS MUST BE LOCATED IN THE STATE OF TEXAS AND THE PURPOSE OF THE GRANT MUST BE FOR RELIEF OF POVERTY OR FURTHERANCE OF EDUCATION OR HEALTH.

Part XIV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				7,890,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 990PF Part VII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BANK OF AMERICA  PO BOX 653067 DALLAS, TX 752653067	CORP-TRUSTEE 1.00	614,339	0	0
WW CARUTH III PO BOX 653067 DALLAS, TX 752653067	CO-TRUSTEE 1.00	0	0	0
D HAROLD BYRD III PO BOX 653067 DALLAS, TX 752653067	CO-TRUSTEE 1.00	0	0	0
SANDRA ESTESS PO BOX 653067 DALLAS, TX 752653067	CO-TRUSTEE 1.00	0	0	0
ALAN J PERKINS PO BOX 653067 DALLAS, TX 752653067	CO-TRUSTEE 1.00	0	0	0

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
29 ACRES 3000 MOSELEY ROAD CROSS ROADS, TX 76227		PC	ADDITIONAL ONSITE SUPPORTIVE HOUSING FOR YOUNG ADULTS WITH AUTISM	100,000
ABILITY CONNECTION TEXAS 8802 HARRY HINES BLVD DALLAS, TX 75235		PC	WHEELCHAIR ACCESSIBLE VEHICLE	55,000
AGAPE CLINIC 4104 JUNIUS DALLAS, TX 75246		PC	INFORMATION TECHNOLOGY AWARD FOR CLINIC INFRASTRUCTURE UPDATES/EXPANSION	40,000
Total				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALCUIN SCHOOL 6144 CHURCHILL WAY DALLAS, TX 75230		PC	REROOFING THE OLDER MONTESSORI SOUTH WING BUILDING	100,000
AT LAST INC 11700 PRESTON ROAD SUITE 660-116 DALLAS, TX 75230		PC	STRENGTHENING SECURITY PROJECT	75,000
ATTITUDES & ATTIRE 2050 N STEMMONS FREEWAY MB 102 SUITE 181 DALLAS, TX 75207		PC	UPDATED TECHNOLOGY AND COLLATERAL FOR ATTITUDES & ATTIRE - PURCHASE COMPUTERS	10,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BACHMAN LAKE TOGETHER 9507 OVERLAKE DRIVE DALLAS, TX 75220		PC	BACHMAN LAKE TOGETHER FAMILY CENTER CAPITAL IMPROVEMENTS	40,000
BONTON ENTERPRISES 6911 BEXAR STREET DALLAS, TX 75215		PC	BONTON GARDENS	250,000
BRIGHTER TOMORROWS INC 928 BLUEBIRD DR IRVING, TX 75061		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BROTHER BILL'S HELPING HAND 3906 N WESTMORELAND DRIVE DALLAS, TX 75212		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
BUILDERS OF HOPE COMMUNITY DEVELOPMENT CORPORATION 2215 CANADA DRIVE DALLAS, TX 75212		PC	PURCHASE LAND FOR BUILD A BETTER DALLAS	100,000
C C YOUNG MEMORIAL HOME 4847 WEST LAWTHOR DR STE 100 DALLAS, TX 75214		PC	FEES AND WOUND CARE BED - SPECIALLY TO PURCHASE EQUIPMENT	25,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMBRIDGE SCHOOL OF DALLAS PO BOX 59895 DALLAS, TX 75229		PC	FOR THE GENERATIONS CAPITAL CAMPAIGN	50,000
CAMP SUMMIT 17210 CAMPBELL ROAD SUITE 180-W DALLAS, TX 75252		PC	FACILITY ENHANCEMENT PROJECT FOR BARRIER-FREE CAMP FOR INDIVIDUALS WITH DISABILITIES	200,000
CEDAR HILL SHARES PO BOX 2694 CEDAR HILL, TX 75106		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR BRAIN HEALTH UNIVERSITY OF TEXAS AT DALLAS 2200 W MOCKINGBIRD LANE DALLAS, TX 75235		PC	ACCESS TO BRAINHEALTH: THE BRAINHEALTH PROJECT APPLICATION	50,000
CHILDREN'S ADVOCACY CENTER OF COLLIN COUNTY INC 2205 LOS RIOS BLVD PLANO, TX 75074		PC	CHILDRENS ADVOCACY CENTER OF COLLIN COUNTY BUILDING IMPROVEMENTS	65,000
CITYSCAPE SCHOOLS INC 6211 EAST GRAND AVENUE DALLAS, TX 75223		PC	CAPITAL SUPPORT FOR EARLY CHILDHOOD CENTER	100,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY PARTNERS OF DALLAS 7950 ELMBROOK LN DALLAS, TX 75247		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
CROSSROADS COMMUNITY SERVICES 4500 S COCKRELL HILL ROAD DALLAS, TX 75236		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
DALLAS AREA HABITAT FOR HUMANITY 2800 N HAMPTON RD DALLAS, TX 75212		PC	PURCHASE AND IMPLEMENTATION OF SALESFORCE NEXT PHASES	50,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DALLAS BLACK DANCE THEATRE 2700 ANN WILLIAMS WAY DALLAS, TX 75201		PC	COVID-19, SAFETY, & TECHNOLOGY IMPROVEMENTS FOR 45TH ANNIVERSARY SEASON	50,000
DALLAS MISSION FOR LIFE INC DBA DALLAS LIFE 1100 CADIZ STREET DALLAS, TX 75215		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
EASTER SEALS NORTH TEXAS INC 1424 HEMPHILL ST FORTH WORTH, TX 76104		PC	SOUTH DALLAS CHILD DEVELOPMENT PROGRAM	50,000
Total				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EAST-WEST MINISTRIES INTERNATIONAL 2001 W PLANO PARKWAY SUITE 3000 PLANO, TX 75075		PC	COMPUTER INFRASTRUCTURE CAPACITY BUILDING	20,000
EDUCATIONAL FIRST STEPS 2815 GASTON AVE DALLAS, TX 75226		PC	FOUR STEPS TO EXCELLENCE EXPANSION PROJECT	50,000
FAIR PARK FIRST 3809 GRAND AVE DALLAS, TX 75210		PC	FAIR PARK YOUR PARK PHASE 1 CAPITAL CAMPAIGN - RESTRICTED TO CONSTRUCTION	250,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAMILY AND CHILD GUIDANCE CENTERS 8915 HARRY HINES BOULEVARD DALLAS, TX 75235		PC	HARRY HINES - HVAC REPLACEMENT	75,000
FAMILY GATEWAY INC 711 SOUTH ST PAUL DALLAS, TX 75201		PC	RENOVATION OF NEW FAMILY SHELTER - FAMILY GATEWAY NORTH	250,000
FOR OAK CLIFF 907 E LEDBETTER DRIVE DALLAS, TX 75216		PC	SUPERBLOCK DEVELOPMENT FUND - RESTRICTED TO SECURITY LIGHTING FOR PARKING LOT, BUILDING AND FIELDS	100,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GROUNDWORK DALLAS 9200 CHANCELLOR ROW DALLAS, TX 75247		PC	INCREASING PROGRAMMING CAPACITY THROUGH A PURCHASE OF A TRUCK	50,000
HIS BRIDGE BUILDERS PO BOX 702545 DALLAS, TX 75370		PC	5210 BEXAR STREET RENOVATIONS	95,000
HARMONY COMMUNITY DEVELOPMENT CORPORATION 6969 PASTOR BAILEY DR SUITE 110 DALLAS, TX 75376		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HEALING HANDS MINISTRIES INC 8515 GREENVILLE AVENUE DALLAS, TX 75243		PC	DEMONSTRATION KITCHEN	40,000
HOCKADAY SCHOOL 11600 WELCH RD DALLAS, TX 75229		PC	ATHLETICS AND WELLNESS PROJECT	250,000
HOLY FAMILY CATHOLIC ACADEMY 2330 CHEYENNE ST IRVING, TX 75062		PC	HOLY FAMILY CATHOLIC ACADEMY FINE ARTS BUILDING	150,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOLY TRINITY CATHOLIC SCHOOL 3815 OAK LAWN AVE DALLAS, TX 75219		PC	CLASSROOM SMARTBOARDS	50,000
JEWISH FAMILY SERVICE OF DALLAS INCORPORATED 5402 ARAPAHO ROAD DALLAS, TX 75248		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
JUBILEE PARK & COMMUNITY CENTER CORPORATION PO BOX 140679 DALLAS, TX 75214		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209		PC	GRANTS FOR INNOVATIVE TEACHING (GFIT)	50,000
LEGAL AID OF NORTHWEST TEXAS 600 E WEATHERFORD STREET FORTH WORTH, TX 76102		PC	LEGAL AID DALLAS MAIN STREET PHYSICAL IMPROVEMENTS	50,000
LIFE SCHOOL OF DALLAS 132 EAST OVILLA ROAD SUITE A RED OAK, TX 75154		PC	UPGRADING ON-CAMPUS COMMUNICATIONS FOR CHILDRENS SAFETY AND SECURITY	50,000
Total				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEDISEND COLLEGE 9244 MARKVILLE DR DALLAS, TX 75243		PC	GENERAL RICHARD B MYERS VETERANS PROGRAM - ASSOCIATE OF APPLIED SCIENCE IN BIOMEDICAL ENGINEERING TECHNOLOGY - NEW TECHNOLOGY AND ADDITIONAL MEDICAL EQUIPMENT	50,000
METROCARE SERVICES 1345 RIVER BEND DRIVE SUITE 200 DALLAS, TX 75247		PC	METROCARE BEHAVIORAL HEALTH INNOVATION CENTER CAPITAL CAMPAIGN	500,000
MI ESCUELITA PRESCHOOL 4231 MAPLE AVENUE DALLAS, TX 75219		PC	MI ESCUELITA PRESCHOOL'S EARLY CHILDHOOD EDUCATION CAPITAL EXPENSES FOR DENTON CAMPUS	25,000
Total				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MISSION OAK CLIFF - CLIFF TEMPLE BAPTIST CHURCH 111 S BECKLEY AVENUE DALLAS, TX 75203			PC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
NASHER SCULPTURE CENTER 2001 FLORA STREET DALLAS, TX 75201			PC NASHER SCULPTURE CENTER TECHNOLOGY UPGRADE IMPLEMENTATION	50,000
NETWORK OF COMMUNITY MINISTRIES INC 1500 INTERNATIONAL PARKWAY SUITE 300 RICHARDSON, TX 75081			PC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW FRIENDS NEW LIFE PO BOX 192378 DALLAS, TX 75219		PC	ADULT RESOURCE CENTER FOR TRAFFICKING SURVIVORS	15,000
NORTH DALLAS SHARED MINISTRIES INC 2875 MERRELL ROAD DALLAS, TX 75229		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
ONE MANS TREASURE 519 I-30 E 211 ROCKWALL, TX 75087		PC	PURCHASE OF A CLOTHING TRANSPORT VAN	30,000
Total				7,890,000

▶ 3a

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OUR CALLING INC PO BOX 140428 DALLAS, TX 75214			PC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
OUR DAILY BREAD 300 W OAK STREET SUITE 100 DENTON, TX 76201			PC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
PARKLAND FOUNDATION 1341 W MOCKINGBIRD LANE SUITE 1100E DALLAS, TX 75247			PC PEDIATRIC BEHAVIORAL HEALTH CAPITAL NEEDS - FURNITURE	150,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
a <i>Paid during the year</i>					
PEDIPLACE 502 S OLD ORCHARD LANE SUITE 126 LEWISVILLE, TX 75067			PC	TECHNOLOGY UPGRADE FOR ELECTRONIC HEALTH RECORDS, HEALTH QUALITY MEASURES AND REPORTING AND PATIENT MESSAGING	25,000
PROMISE HOUSE 224 W PAGE AVE DALLAS, TX 75208			PC	PROGRAM VEHICLES	50,000
READING PARTNERS 2910 SWISS AVE DALLAS, TX 75204			PC	READING PARTNERS LITERACY INTERVENTION FOR SYSTEMICALLY DISADVANTAGED NORTH TEXAS K-3 STUDENTS - FOR NEEDED EQUIPMENT TO IMPLEMENT PROGRAM	35,000
Total				7,890,000	

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RETINA FOUNDATION OF THE SOUTHWEST 9600 N CENTRAL EXPRESSWAY SUITE 200 DALLAS, TX 75231				
		PC	HVAC SYSTEM REMEDIATION	100,000
SAMARITAN INN INC 1725 N MCDONALD ST MCKINNEY, TX 75071				
		PC	NORTH TEXAS GATEWAY APARTMENTS RENOVATION PROJECT	35,000
SENIOR CITIZENS OF GREATER DALLAS INC 3910 HARRY HINES DALLAS, TX 75219				
		PC	REFURBISH FOR THE 60TH BIRTHDAY	75,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
a <i>Paid during the year</i>					
SHARING LIFE COMMUNITY OUTREACH 3544 E EMPORIUM CIRCLE MESQUITE, TX 75150					10,000
SIGHT SAVERS AMERICA INC 337 BUSINESS CIRCLE BIRMINGHAM, AL 35124					25,000
SOCIETY OF ST VINCENT DE PAUL CHARITABLE PHARMACY OF NORTH TEXAS 3826 GILBERT AVENUE DALLAS, TX 75219					100,000
Total ▶ 3a				7,890,000	

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUPMOBILE INC 2423 S GOOD LATIMER DALLAS, TX 75215		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
SOUTHERN DALLAS LINK INC 3662 W CAMP WISDOM ROAD 2044 DALLAS, TX 75237		PC	RIDE TO WORK PROGRAM	30,000
SOUTHERN GATEWAY PUBLIC GREEN FOUNDATION 300 CRESCENT COURT SUITE 400 DALLAS, TX 75201		PC	SOUTHERN GATEWAY PARK	150,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHWEST TRANSPLANT ALLIANCE INC 8190 MANDERVILLE LANE DALLAS, TX 75231		PC	VITAL EQUIPMENT NEEDS FOR HILLCREST SIMULATION AND LEARNING LAB	100,000
ST PHILIP & ST AUGUSTINE CATHOLIC ACADEMY 8151 MILITARY PARKWAY DALLAS, TX 75227		PC	INCREASE ACCESSIBILITY TO TECHNOLOGY	50,000
ST PHILIP'S SCHOOL & COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215		PC	MIDDLE SCHOOL LAUNCH - FURNITURE AND TECHNOLOGY FOR 6TH AND 7TH GRADE CLASSROOMS	100,000
Total ▶ 3a				7,890,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS A&M FOUNDATION TEXAS A&M COLLEGE OF DENTISTRY 3302 GASTON AVENUE BOX 101 DALLAS, TX 75246		PC	TEXAS A&M COLLEGE OF DENTISTRY SPECIAL NEEDS DENTAL CLINIC	200,000
TEXAS HEALTH RESOURCES FOUNDATION 612 E LAMAR BLVD SUITE 300 ARLINGTON, TX 76011		PC	MARGOT PEROT CENTER RENOVATION AT TEXAS HEALTH PRESBYTERIAN HOSPITAL DALLAS	500,000
THE COVENANT SCHOOL 7300 VALLEY VIEW LN DALLAS, TX 75240		PC	COVENANT COMMONS CAPITAL CAMPAIGN	50,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount			
Name and address (home or business)							
a <i>Paid during the year</i>							
THE DALLAS OPERA WINSPEAR OPERA HOUSE 2403 FLORA STREET DALLAS, TX 75201					PC	EDUCATION TRUCK	50,000
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 1835 YOUNG STREET DALLAS, TX 75201					PC	THE STEWPOT ELEVATOR REPAIR/REPLACEMENT PROJECT TO ENSURE UNINTERRUPTED PROGRAM ACCESSIBILITY	100,000
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 1835 YOUNG STREET DALLAS, TX 75201					PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
Total ▶ 3a							7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE VISITING NURSE ASSOCIATION OF TEXAS 1420 W MOCKINGBIRD LANE SUITE 700 DALLAS, TX 75247		PC	VNA TECHNOLOGY UPGRADE	50,000
THEATRE THREE INCORPORATED 2688 LACLEDE STREET STE 120 DALLAS, TX 75201		PC	THEATRE TOO CHAIRLIFT	30,000
TREC COMMUNITY INVESTORS 3100 MCKINNON STREET SUITE 1150 DALLAS, TX 75201		PC	FOREST DISTRICT AFFORDABLE HOUSING DEVELOPMENT	50,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRINITY CHRISTIAN ACADEMY FOUNDATION 17001 ADDISON ROAD ADDISON, TX 75001		PC	CAMPUS SECURITY FENCE AND ENTRANCE GATE	100,000
TRINITY PARK CONSERVANCY 1444 OAK LAWN AVENUE SUITE 200 DALLAS, TX 75207		PC	REIMAGINE OUR RIVER: HAROLD SIMMONS PARK - RESTRICTED TO CONSTRUCTION	500,000
TWELFTH STEP MINISTRY INC 5324 W NORTHWEST HIGHWAY DALLAS, TX 75220		PC	BUILDING A HOUSE OF HOPE	500,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UPLIFT EDUCATION 3000 PEGASUS PARK DR SUITE 1100 DALLAS, TX 75249		PC	BOLDLY UPLIFT: 2021-2026 STRATEGIC GROWTH, SPECIFICALLY FOR LIBRARIES	300,000
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390		PC	UT SOUTHWESTERN AND UT DALLAS JOINT BIOMEDICAL ENGINEERING AND SCIENCES BUILDING	250,000
WESLEY-RANKIN COMMUNITY CENTER 3100 CROSSMAN AVENUE DALLAS, TX 75212		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
Total				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESLEY-RANKIN COMMUNITY CENTER 3100 CROSSMAN AVENUE DALLAS, TX 75212		PC	SENIOR CITIZEN'S BUILDING REPAIRS & SAFETY IMPROVEMENTS (CASA FELIZ)	25,000
WEST DALLAS COMMUNITY SCHOOL 2300 CANADA DRIVE DALLAS, TX 75212		PC	NEW BLACKTOP AND SPORT COURT FOR WDCCS PLAYGROUND	150,000
WHITE ROCK CENTER OF HOPE PO BOX 180358 DALLAS, TX 75218		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
Total ▶ 3a				7,890,000

Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WHITE ROCK CENTER OF HOPE PO BOX 180358 DALLAS, TX 75218				
		PC	CAPACITY BUILDING FOR EMPOWERMENT: NEIGHBOR SERVICES CRM	30,000
WILKINSON CENTER PO BOX 720248 DALLAS, TX 75372				
		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	10,000
WIPE OUT KIDS CANCER INC 1349 EMPIRE CENTRAL STE 100 DALLAS, TX 75247				
		PC	BUDDY BAG PROGRAM	170,000
Total				7,890,000

TY 2021 Accounting Fees Schedule**Name:** HILLCREST FOUNDATION

C/O BANK OF AMERICA NA

EIN: 75-6007565

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LANE GORMAN TRUBITT LLC	61,395	36,837		24,558
TAX REVIEW FEE - BOA	1,675	1,005		670

TY 2021 Compensation Explanation

Name: HILLCREST FOUNDATION
C/O BANK OF AMERICA NA
EIN: 75-6007565

Person Name	Explanation
BANK OF AMERICA NA AS CORPORATE TRUSTEE	THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINSTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

TY 2021 Investments - Other Schedule

Name: HILLCREST FOUNDATION
C/O BANK OF AMERICA NA
EIN: 75-6007565

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIXED INCOME SECURITIES	AT COST	27,008,223	25,224,263
EQUITY SECURITIES	AT COST	78,229,072	111,795,547
ALTERNATIVE INVESTMENTS	AT COST	24,287,908	28,961,467

TY 2021 Legal Fees Schedule

Name: HILLCREST FOUNDATION
C/O BANK OF AMERICA NA

EIN: 75-6007565

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THOMPSON & KNIGHT LLP	4,533	0		4,533
HOLLAND & KNIGHT LLP	8,862	0		8,862

TY 2021 Other Decreases Schedule

Name: HILLCREST FOUNDATION
C/O BANK OF AMERICA NA
EIN: 75-6007565

Description	Amount
GAAP TO TAX DIFFERENCES	1,404,102

TY 2021 Other Expenses Schedule

Name: HILLCREST FOUNDATION
C/O BANK OF AMERICA NA
EIN: 75-6007565

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTMAKING EXPENSE	471,616	0		471,616
PARTNERSHIP EXPENSES	46,163	46,163		0
INSURANCE	27,309	16,385		10,924
OTHER INVESTMENT FEE	662	662		0

TY 2021 Other Income Schedule

Name: HILLCREST FOUNDATION
C/O BANK OF AMERICA NA
EIN: 75-6007565

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	2,207	2,207	2,207

TY 2021 Other Professional Fees Schedule

Name: HILLCREST FOUNDATION
C/O BANK OF AMERICA NA
EIN: 75-6007565

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT CONSULTING - KAREN SHUFORD	35,000	0		35,000
INVESTMENT ADVISORY FEES	270,887	270,887		0

TY 2021 Taxes Schedule**Name:** HILLCREST FOUNDATION

C/O BANK OF AMERICA NA

EIN: 75-6007565**Taxes Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ESTIMATES	215,000	0		0
FOREIGN TAXES	118,410	118,410		0
EXCISE TAX - PRIOR YEAR	75,000	0		0